



**Michael J. Baughman**  
Counsel

General Electric Company  
2901 East Lake Road, Erie, PA 16531  
814 875-3044  
Fx: 814 875-2724

September 23, 1998

RECORDATION NO. 21665 FILED

SEP 24 '98

12-04 PM

SEP 24 12 04 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

**Subject: Recordation of Memorandum of Interim User Agreement**

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Interim User Agreement, dated as of September 15, 1998, between General Electric Company ("Lessor"), The Burlington Northern and Santa Fe Railway Company ("Lessee"), and BN Leasing Corporation ("BNL"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR:	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16531
LESSEE:	The Burlington Northern and Santa Fe Railway Company 2650 Lou Menk Drive Fort Worth, Texas 76131
BNL:	BN Leasing Corporation 1700 East Golf Road Schaumburg, Illinois 60173

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Interim User Agreement, dated as of September 15, 1998 between General Electric Company, ("Lessor"), The Burlington Northern and Santa Fe Railway Company ("Lessee") and BN Leasing Corporation ("BNL"), relating to One hundred One (101) GE Model Dash 9-44 CW Diesel Electric Locomotives, bearing Road Nos. 4866, 4872, 4873 and 4881 through and including 4978.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. Baughman", with a long horizontal flourish extending to the right.

Enclosures

**SCHEDULE I**

**Description of Locomotive(s)**

<b><u>Type of Equipment</u></b>	<b><u>Road Numbers</u></b>
One Hundred One (101) Model Dash 9-44 CW locomotives	4866, 4872, 4873, and 4881 through and including 4978

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 9/24/98

Michael J. Baughman  
General Electric Company  
2901 East Lake Road-Building 14-5  
Erie, Pennsylvania 16531

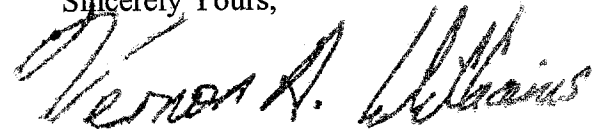
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/24/98 at 12:04 PM, and

assigned recordation number(s). 21665.

Sincerely Yours,

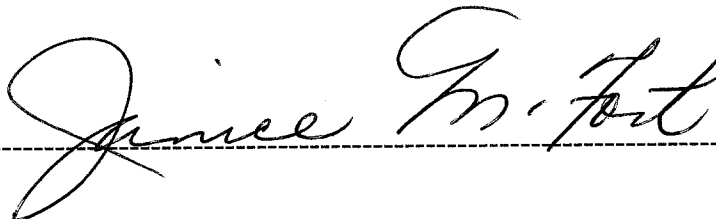
  
Vernon A. Williams

Enclosure(s)(1)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



**MEMORANDUM OF INTERIM USER AGREEMENT**

SEP 21 '98 12-04 PM

As of the 15th day of September, 1998, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and BN Leasing Corporation, a Delaware corporation ("BNL"), entered into an Interim User Agreement by which the 101 General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

**Road Numbers**

4866  
4872  
4873  
4881-4978


**Model**

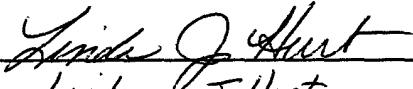
Model Dash 944 CW  
Model Dash 944 CW  
Model Dash 944 CW  
Model Dash 944 CW

In witness whereof, the parties have executed this Memorandum of Interim User Agreement as of the day and year first above written.

Attest:

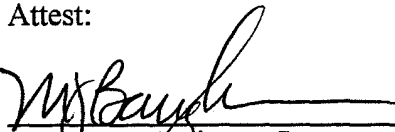
**THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY**


  
Assistant Secretary

By:   
Name Linda J. Hurt  
Title Assistant Vice President - Finance  
and Assistant Treasurer

Attest:

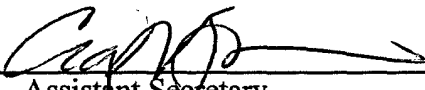
**GENERAL ELECTRIC COMPANY**

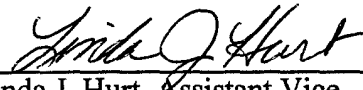
  
Assistant Secretary

By:   
JoAnn Campbell  
Chief Financial Officer

Attest:

**BN LEASING CORPORATION**

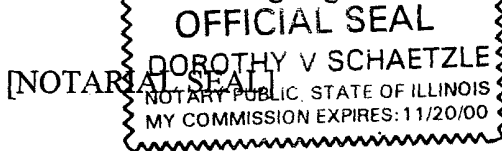
  
Assistant Secretary

By:   
Linda J. Hurt, Assistant Vice  
President - Finance and Assistant  
Treasurer

State of Illinois

County of Cook

On this 22<sup>nd</sup> day of September, 1998, before me personally appeared Linda J. Hurt, to me personally known, who, being by me duly sworn, says that she is Assistant Vice President and Assistant Treasurer of BN Leasing Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dorothy V. Schaeetzle  
Notary Public

My Commission expires: 11/20/00

State of Texas

County of \_\_\_\_\_

On this \_\_\_\_\_ day of September, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

\_\_\_\_\_  
Notary Public

My Commission expires:

Commonwealth of Pennsylvania

County of Erie

On this 21st day of September, 1998, before me personally appeared JoAnn Campbell, to me personally known, who, being by me duly sworn, says that she is Chief Financial Officer of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wahlen  
Notary Public

My Commission expires:

